

RECORDATION NO. 18079-K FILED

ALVORD AND ALVORD
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WASHINGTON, D.C.

MAY 18 '05 1-05 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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May 17, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of May 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Lease Supplement previously filed with the Board under Recordation Numbers 18079-B and 18079-D.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001
Lessee:	Kansas City Southern Railway Company (f/k/a Southrail Corporation) 114 West 11th Street Kansas City, Missouri 64105

Mr. Vernon A. Williams
May 17, 2005
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A description of the railroad equipment covered by the enclosed document is:

41 hopper railcars within the series SR 31001 – SR 31050 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of ^{33.00}~~\$32.00~~ payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 18079-K FILED

MAY 18 '05 1-05 PM

Termination of Lease

SURFACE TRANSPORTATION BOARD

This Termination of Lease constitutes the acknowledgement of the undersigned parties that the Equipment Lease Agreement (Hopper Railcars) dated as of December 31, 1992 between **WILMINGTON TRUST COMPANY**, not in its individual capacity but solely as trustee and the lessor and **KANSAS CITY SOUTHERN RAILWAY COMPANY** (formerly known as Southrail Corporation) as the lessee (the "Agreement") as supplemented by Lease Supplement dated as of December 31, 1992 (the "Lease Supplement") and as amended by the Amendment to Equipment Lease Agreement dated as of December 31, 1992 (the "Lease Amendment") which was made a part of the Trust Agreement dated as of December 31, 1992 as amended by the Amended and Restated Trust Agreement dated as of February 26, 1993 (the "Trust Agreement") between Key Equipment Finance Inc., successor to KeyCorp Leasing Ltd., as owner participant and Wilmington Trust Company as owner trustee, has expired or terminated as to all equipment leased thereunder and which is more specifically described on Exhibit A hereto.


Such Agreement and Lease Supplement were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board), on December 31, 1992 at 11:05 a.m. under Recordation Numbers 18079-B and 18079-D, respectively.

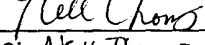
This Termination of Lease may be executed by the parties on separate counterparts.

Dated as of May 18th, 2005

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as trustee

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY (formerly known as Southrail
Corporation)

By: 
Name: **Tracy M. McLamb**
Title: **Senior Financial Services Officer**

By: 
Name: **Neil Thomas**
Title: **Director Asset Utilization**

STATE OF **DELAWARE**)
) ss
COUNTY OF **NEW CASTLE**)

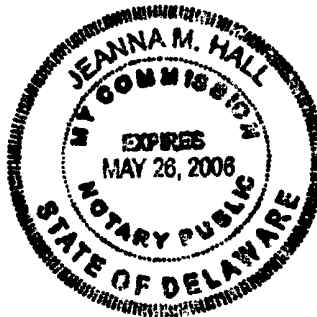
On this 2th day of May, 2005, before me the subscriber personally appeared Tracy M. McLamb, who being by me duly sworn, did depose and say that (s)he resides at NEW CASTLE County, State of DELAWARE; that (s)he is a Senior Financial Services Officer of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Jeanna Hall

NOTARY PUBLIC

My Commission Expires:

JEANNA M. HALL
Notary Public - State of Delaware
My Comm. Expires May 26 2006



STATE OF Missouri)
) ss
COUNTY OF Jackson)

On this 11 day of May, 2005, before me the subscriber personally appeared Neil Thomas, who being by me duly sworn, did depose and say that (s)he resides at Clay County, State of Missouri; that (s)he is a Director Asset Utilization of Kansas City Southern, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Barbara L. Blevis

NOTARY PUBLIC

My Commission Expires:

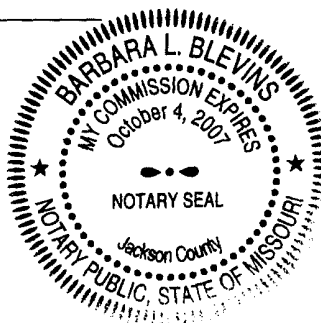


EXHIBIT A
To Termination of Lease

Equipment

Forty-one (41) Hopper Railcars bearing Railcar Numbers:

SR	31001
	31002
	31003
	31004
	31005
	31006
	31007
	31008
	31009
	31010
	31011
	31013
	31014
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